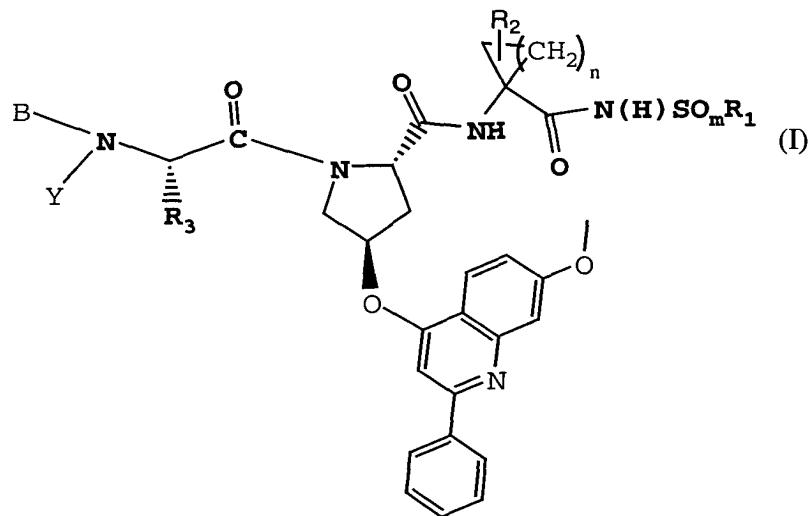


CLAIMS

What is claimed is:

5 1. A compound having the formula



wherein:

(a) R₁ is C₁₋₈ alkyl, C₃₋₇ cycloalkyl, or C₄₋₁₀ (alkylcycloalkyl), which are all optionally substituted from one to three times with halo, cyano, nitro, C₁₋₆ alkoxy, amido, amino or phenyl, or R₁ is C₆ or C₁₀ aryl which is optionally substituted from one to three times with halo, cyano, nitro, C₁₋₆ alkyl, C₁₋₆ alkoxy, amido, amino or phenyl;

10 (b) m is 1 or 2;

(c) n is 1 or 2;

(d) R₂ is C₁₋₆ alkyl, C₂₋₆ alkenyl or C₃₋₇ cycloalkyl, each optionally substituted from one to three times with halogen, or R₂ is H;

15 (e) R₃ is C₁₋₈ alkyl optionally substituted with phenyl, C₃₋₁₂ alkenyl, C₃₋₇ cycloalkyl, or C₄₋₁₀ (alkylcycloalkyl), wherein the cycloalkyl or

alkylcycloalkyl are optionally substituted with hydroxy, C₁₋₆ alkyl, C₂₋₆ alkenyl; or C₁₋₆ alkoxy or R₃ together with the carbon atom to which it is attached forms a C₃₋₇ cycloalkyl group optionally substituted with C₂₋₆ alkenyl;

5 (f) Y is H, phenyl substituted with nitro, pyridyl substituted with nitro, or C₁₋₆ alkyl wherein said alkyl is optionally substituted with cyano, OH or C₃₋₇ cycloalkyl;

10 (g) B is H, C₁₋₆ alkyl, R₄-(C=O)-, R₄O(C=O)-, R₄-N(R₅)-C(=O)-, R₄-N(R₅)-C(=S)-, R₄SO₂-, or R₄-N(R₅)-SO₂-;

15 (h) R₄ is (i) C₁₋₁₀ alkyl optionally substituted with phenyl, carboxyl, C₁₋₆ alkanoyl, 1-3 halogen, hydroxy, -OC(O)C₁₋₆ alkyl, C₁₋₆ alkoxy, amino optionally mono-or-di substituted with C₁₋₆ alkyl, amido, or (lower alkyl) amido; or -O-phenyl optionally substituted with halogen or C₁₋₆ alkoxy; (ii) C₃₋₇ cycloalkyl, C₃₋₇ cycloalkoxy, or C₄₋₁₀ alkylcyclo-alkyl, all optionally substituted with hydroxy, carboxyl, (C₁₋₆ alkoxy) carbonyl, amino optionally mono- or disubstituted with C₁₋₆ alkyl, amido, or (lower alkyl) amido; (iii) amino optionally mono-or-di-substituted with C₁₋₆ alkyl, amido; or (lower alkyl) amido; (iv) C₆ or C₁₀ aryl or C₇₋₁₆ aralkyl, all optionally substituted with C₁₋₆ alkyl, halogen, nitro, hydroxy, amido, (lower alkyl) amido, or amino optionally mono-or-di-substituted with C₁₋₆ alkyl; or (v) Het or (lower alkyl)-Het, both optionally substituted with C₁₋₆ alkyl, hydroxy, amido, (lower alkyl) amido, or amino optionally mono-or-di-substituted with C₁₋₆

alkyl; (vi) bicyclo(1.1.1)pentane; (vii)
-C(O)OC₁₋₆ alkyl, C₂₋₆alkenyl, C₂₋₆alkynyl; and
(i) R₅ is H or C₁₋₆ alkyl, said C₁₋₆alkyl optionally
substituted with 1-3 halogens;
5 or a pharmaceutically acceptable salt, solvate or
prodrug thereof.

2. A compound of Claim 1 wherein m is 2.

10 3. A compound of Claim 1 wherein n is 1.

4. A compound of Claim 1 wherein R₁ is cyclopropyl.

5. A compound of Claim 1 wherein R₁ is cyclobutyl.

15 6. A compound of Claim 1 wherein R₁ is optionally
substituted phenyl.

7. A compound of Claim 1 wherein R₂ is ethyl or
20 vinyl.

8. A compound of Claim 1 wherein R₃ is C₁₋₆ alkyl.

9. A compound of Claim 1 wherein m is 2, n is 1 and
25 R₂ is ethyl.

10. A compound of Claim 9 wherein R₁ is cyclopropyl.

11. A compound of Claim 9 wherein R₁ is cyclobutyl.

30 12. A compound of Claim 9 wherein R₁ is optionally
substituted phenyl.

13. A compound of Claim 1 wherein m is 2, n is 1 and R₂ is vinyl.

14. A compound of Claim 13 wherein R₁ is cyclopropyl.

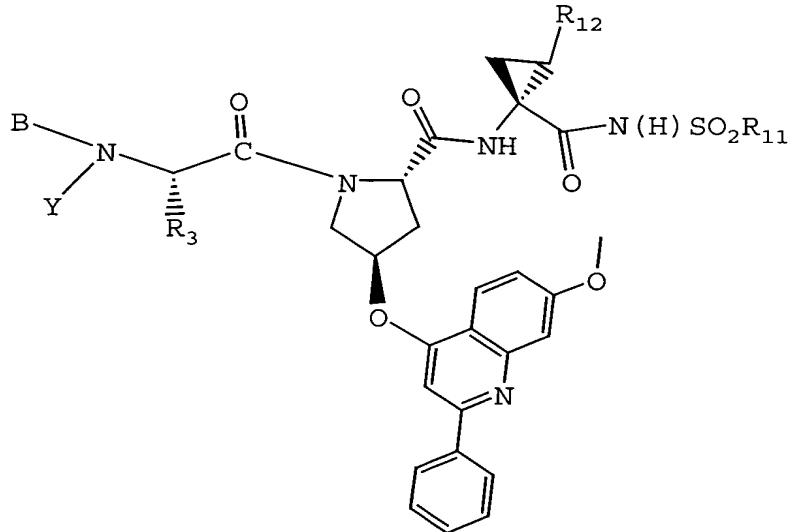
5

15. A compound of Claim 13 wherein R₁ is cyclobutyl.

16. A compound of Claim 13 wherein R₁ is optionally substituted phenyl.

10

17. A compound having the formula



wherein:

(a) R₁₁ is C₁₋₈ alkyl, C₃₋₇ cycloalkyl, or

15 C₄₋₁₀ (alkylcyclo-alkyl), naphthyl, or phenyl

wherein said phenyl is optionally substituted from one to three times with halo, cyano, nitro, C₁₋₆ alkyl, C₁₋₆ alkoxy, amido, or phenyl;

(b) R₁₂ is C₁₋₆ alkyl, C₂₋₆ alkenyl or H;

20 (c) R₃ is C₁₋₈ alkyl, C₃₋₁₂ alkenyl, C₃₋₇ cycloalkyl, or C₄₋₁₀ (alkylcycloalkyl), wherein the cycloalkyl or alkylcycloalkyl are optionally substituted with hydroxy, C₁₋₆ alkyl, C₁₋₆ alkenyl, or C₁₋₆ alkoxy;

(d) Y is H or C₁₋₆ alkyl wherein said alkyl is optionally substituted with cyano or C₃₋₇ cycloalkyl;

(e) B is H, R₄-(C=O)-, R₄O(C=O)-, R₄-N(R₅)-C(=O)-,

5 R₄-N(R₅)-C(=S)-, R₄SO₂-, or R₄-N(R₅)-SO₂-;

(f) R₄ is (i) C₁₋₁₀ alkyl optionally substituted with carboxyl, C₁₋₆ alkanoyl, hydroxy, C₁₋₆ alkoxy, amino optionally mono-or-di substituted with C₁₋₆ alkyl, amido, or (lower alkyl) amido; (ii) C₃₋₇ cycloalkyl, C₃₋₇ cycloalkoxy, or C₄₋₁₀ alkylcycloalkyl, all optionally substituted with hydroxy, carboxyl, (C₁₋₆ alkoxy)carbonyl, amino optionally mono- or disubstituted with C₁₋₆ alkyl, amido, or (lower alkyl) amido; (iii) amino optionally mono- or-di-substituted with C₁₋₆ alkyl; amido; or (lower alkyl)amido; (iv) C₆ or C₁₀ aryl or C₇₋₁₆ aralkyl, all optionally substituted with C₁₋₆ alkyl, hydroxy, amido, (lower alkyl) amido, or amino optionally mono-or-di-substituted with C₁₋₆ alkyl;

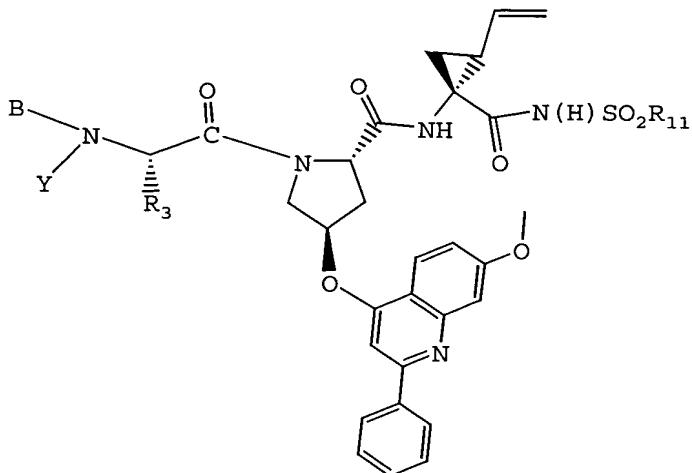
10 (v) Het or (lower alkyl)-Het, both optionally substituted with C₁₋₆ alkyl, hydroxy, amido, (lower alkyl) amido, or amino optionally mono-or-di-substituted with C₁₋₆ alkyl; and

(g) R₅ is H or C₁₋₆ alkyl,

15 or a pharmaceutically acceptable salt, solvate or prodrug thereof.

18. A compound of Claim 17 wherein R₁₁ is selected from cyclopropyl, cyclobutyl or optionally substituted phenyl.

30 19. A compound having the formula



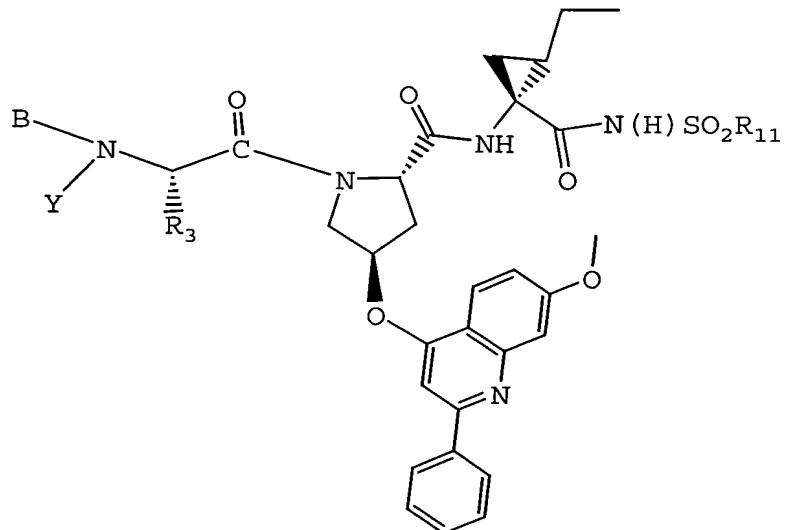
wherein:

- (a) R_{11} is C_{1-8} alkyl, C_{3-7} cycloalkyl, or C_{4-10} (alkylcyclo-alkyl), naphthyl, or phenyl wherein said phenyl is optionally substituted from one to three times with halo, cyano, nitro, C_{1-6} alkyl, C_{1-6} alkoxy, amido, or phenyl;
- (b) R_3 is C_{1-8} alkyl, C_{3-12} alkenyl, C_{3-7} cycloalkyl, or C_{4-10} (alkylcycloalkyl), wherein the cycloalkyl or alkylcycloalkyl are optionally substituted with hydroxy, C_{1-6} alkyl, C_{1-6} alkenyl, or C_{1-6} alkoxy;
- (c) Y is H or C_{1-6} alkyl wherein said alkyl is optionally substituted with cyano or C_{3-7} cycloalkyl;
- (d) B is H, $R_4-(C=O)-$, $R_4O(C=O)-$, $R_4-N(R_5)-C(=O)-$, $R_4-N(R_5)-C(=S)-$, R_4SO_2- , or $R_4-N(R_5)-SO_2-$;
- (e) R_4 is (i) C_{1-10} alkyl optionally substituted with carboxyl, C_{1-6} alkanoyl, hydroxy, C_{1-6} alkoxy, amino optionally mono- or di substituted with C_{1-6} alkyl, amido, or (lower alkyl) amido; (ii) C_{3-7} cycloalkyl, C_{3-7} cycloalkoxy, or C_{4-10} alkylcycloalkyl, all optionally substituted with hydroxy, carboxyl, (C_{1-6} alkoxy) carbonyl, amino optionally mono- or disubstituted with C_{1-6} alkyl, amido, or

(lower alkyl) amido; (iii) amino optionally mono- or di-substituted with C₁₋₆ alkyl; amido; or (lower alkyl)amido; (iv) C₆ or C₁₀ aryl or C₇₋₁₆ aralkyl, all optionally substituted with C₁₋₆ alkyl,
5 hydroxy, amido, (lower alkyl) amido, or amino optionally mono-or-di-substituted with C₁₋₆ alkyl; or (v) Het or (lower alkyl)-Het, both optionally substituted with C₁₋₆ alkyl, hydroxy, amido, (lower alkyl) amido, or amino optionally mono-or-di-
10 substituted with C₁₋₆ alkyl; and
(f) R₅ is H or C₁₋₆ alkyl;
or a pharmaceutically acceptable salt, solvate or prodrug thereof.

15 20. A compound of Claim 19 wherein R₁₁ is selected from cyclopropyl, cyclobutyl or optionally substituted phenyl.

21. A compound having the formula



20

wherein:

(a) R₁₁ is C₁₋₈ alkyl, C₃₋₇ cycloalkyl, or C₄₋₁₀(alkylcyclo-alkyl), naphthyl, or phenyl

wherein said phenyl is optionally substituted from one to three times with halo, cyano, nitro, C₁₋₆ alkyl, C₁₋₆ alkoxy, amido, or phenyl;

(b) R₃ is C₁₋₈ alkyl, C₃₋₁₂ alkenyl, C₃₋₇ cycloalkyl, or C₄₋₁₀ (alkylcycloalkyl), wherein the cycloalkyl or alkylcycloalkyl are optionally substituted with hydroxy, C₁₋₆ alkyl, C₁₋₆ alkenyl, or C₁₋₆ alkoxy;

(c) Y is H or C₁₋₆ alkyl wherein said alkyl is optionally substituted with cyano or C₃₋₇ cycloalkyl;

(d) B is H, R₄-(C=O)-, R₄O(C=O)-, R₄-N(R₅)-C(=O)-, R₄-N(R₅)-C(=S)-, R₄SO₂-, or R₄-N(R₅)-SO₂-;

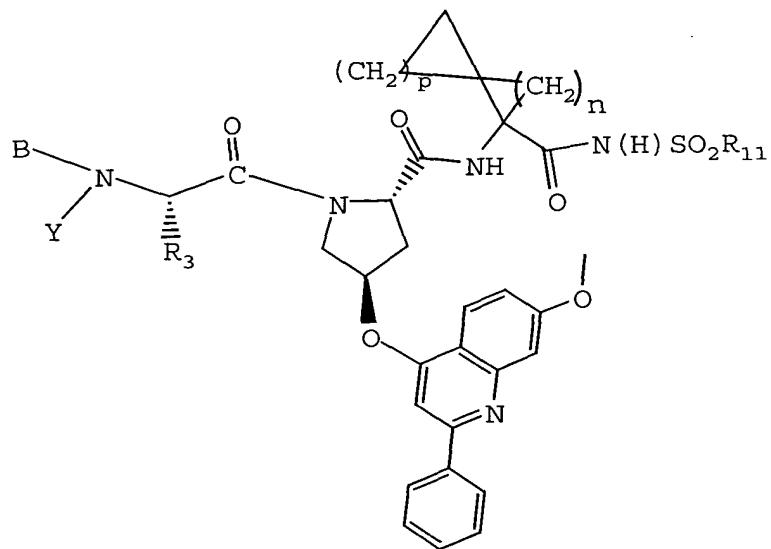
(e) R₄ is (i) C₁₋₁₀ alkyl optionally substituted with carboxyl, C₁₋₆ alkanoyl, hydroxy, C₁₋₆ alkoxy, amino optionally mono-or-di substituted with C₁₋₆ alkyl, amido, or (lower alkyl) amido; (ii) C₃₋₇ cycloalkyl, C₃₋₇ cycloalkoxy, or C₄₋₁₀ alkylcycloalkyl, all optionally substituted with hydroxy, carboxyl, (C₁₋₆ alkoxy) carbonyl, amino optionally mono- or disubstituted with C₁₋₆ alkyl, amido, or (lower alkyl) amido; (iii) amino optionally mono- or di-substituted with C₁₋₆ alkyl; amido; or (lower alkyl) amido; (iv) C₆ or C₁₀ aryl or C₇₋₁₆ aralkyl, all optionally substituted with C₁₋₆ alkyl, hydroxy, amido, (lower alkyl) amido, or amino optionally mono-or-di-substituted with C₁₋₆ alkyl; or (v) Het or (lower alkyl)-Het, both optionally substituted with C₁₋₆ alkyl, hydroxy, amido, (lower alkyl) amido, or amino optionally mono-or-di-substituted with C₁₋₆ alkyl; and

(f) R₅ is H or C₁₋₆ alkyl; or a pharmaceutically acceptable salt, solvate or prodrug thereof.

22. A compound of Claim 21 wherein R_{11} is selected from cyclopropyl, cyclobutyl or optionally substituted phenyl.

5

23. A compound having the formula



wherein:

(a) R_{11} is C_{1-8} alkyl, C_{3-7} cycloalkyl, or C_{4-10} (alkylcycloalkyl), naphthyl, or phenyl
10 wherein said phenyl is optionally substituted from one to three times with halo, cyano, nitro, C_{1-6} alkyl, C_{1-6} alkoxy, amido, or phenyl;

(b) R_3 is C_{1-8} alkyl, C_{3-12} alkenyl, C_{3-7} cycloalkyl, or C_{4-10} (alkylcycloalkyl), wherein the cycloalkyl or alkylcycloalkyl are optionally substituted with hydroxy, C_{1-6} alkyl, C_{1-6} alkenyl, or C_{1-6} alkoxy;
15

(c) Y is H or C_{1-6} alkyl wherein said alkyl is optionally substituted with cyano or C_{3-7} cycloalkyl;
20

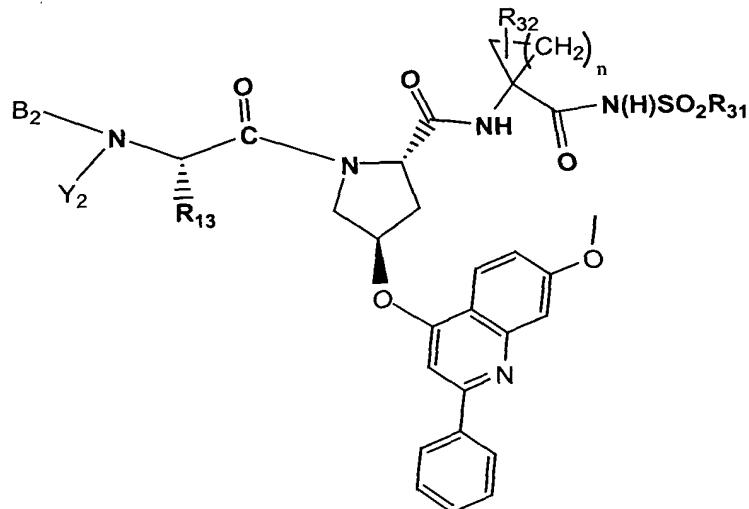
(d) B is H, $R_4 - (C=O) -$, $R_4O(C=O) -$, $R_4 - N(R_5) - C(=O) -$, $R_4 - N(R_5) - C(=S) -$, $R_4SO_2 -$, or $R_4 - N(R_5) - SO_2 -$;

(e) R_4 is (i) C_{1-10} alkyl optionally substituted with

carboxyl, C_{1-6} alkanoyl, hydroxy, C_{1-6} alkoxy, amino
optionally mono-or-di substituted with C_{1-6} alkyl,
amido, or (lower alkyl) amido; (ii) C_{3-7}
cycloalkyl, C_{3-7} cycloalkoxy, or C_{4-10} alkylcyclo-
5 alkyl, all optionally substituted with hydroxy,
carboxyl, (C_{1-6} alkoxy)carbonyl, amino optionally
mono- or disubstituted with C_{1-6} alkyl, amido, or
(lower alkyl) amido; (iii) amino optionally mono-
or-di-substituted with C_{1-6} alkyl; amido; or (lower
10 alkyl)amido; (iv) C_6 or C_{10} aryl or C_{7-16} aralkyl,
all optionally substituted with C_{1-6} alkyl,
hydroxy, amido, (lower alkyl) amido, or amino
optionally mono-or-di-substituted with C_{1-6} alkyl;
or (v) Het or (lower alkyl)-Het, both optionally
15 substituted with C_{1-6} alkyl, hydroxy, amido, (lower
alkyl) amido, or amino optionally mono-or-di-
substituted with C_{1-6} alkyl;
(f) R_5 is H or C_{1-6} alkyl;
(g) n is 1 or 2; and
20 (h) p is 1, 2, 3, 4 or 5,
or a pharmaceutically acceptable salt, solvate or
prodrug thereof.

24. A compound of Claim 23 wherein R_{11} is selected
25 from cyclopropyl, cyclobutyl or optionally
substituted phenyl.

25. A compound of having the formula



wherein:

(a) R_{31} is C_{1-8} alkyl, C_{3-7} cycloalkyl, or C_{4-10} (alkylcycloalkyl), all optionally substituted with hydroxy, halo, C_{1-6} alkoxy, C_{1-6} thioalkyl, amido, amino, $(C_{1-6}$ alkyl)amido, C_6 or C_{10} aryl, C_{7-16} aralkyl, Het, or $(C_{1-6}$ alkyl)-Het, said aryl, arylalkyl or Het being optionally substituted with halo, alkyl or lower alkyl Het;

(b) n is 1 or 2;

(c) R_{32} is H, C_{1-6} alkyl, C_{1-3} alkoxy, C_{3-7} cycloalkyl, C_{2-6} alkenyl, or C_{2-6} alkynyl, all optionally substituted with halogen;

(d) R_{13} is C_{1-8} alkyl, C_{3-12} alkenyl, C_3-C_7 cycloalkyl, C_{4-13} cycloalkenyl, or C_4-C_{10} (alkylcycloalkyl), all optionally substituted with hydroxy, C_1-C_6 alkoxy, C_1-C_6 thioalkyl, amino, amido, (loweralkyl) amido, C_6 or C_{10} aryl, or C_7-C_{16} aralkyl;

(e) Y_2 is H or C_1-C_6 alkyl;

(f) B_2 is H, $R_{14}-C(=O)-$; $R_{14}O(C=O)-$, $R_{14}-N(R_{15})-C(=O)-$; $R_{14}-N(R_{15})-C(=S)-$; $R_{14}SO_2-$, or $R_{14}-N(R_{15})-SO_2-$;

(g) R_{14} is (i) C_{1-10} alkyl optionally substituted with carboxyl, C_{1-6} alkanoyl, hydroxy, C_{1-6} alkoxy, amino

optionally mono-or-di substituted with C_{1-6} alkyl,
amido, or (lower alkyl) amido; (ii) C_{3-7}
cycloalkyl, C_{3-7} cycloalkoxy, or C_{4-10}
alkylcycloalkyl, all optionally substituted with
5 hydroxy, carboxyl, (C_{1-6} alkoxy)carbonyl, amino
optionally mono- or disubstituted with C_{1-6} alkyl,
amido, or (lower alkyl) amido; (iii) amino
optionally mono-or-di-substituted with C_{1-6} alkyl;
amido; or (lower alkyl)amido; (iv) C_6 or C_{10} aryl
10 or C_{7-16} aralkyl, all optionally substituted with
 C_{1-6} alkyl, hydroxy, amido, (lower alkyl) amido, or
amino optionally mono-or-di-substituted with C_{1-6}
alkyl; or (v) Het or (lower alkyl)-Het, both
optionally substituted with C_{1-6} alkyl, hydroxy,
amido, (lower alkyl) amido, or amino optionally
15 mono-or-di-substituted with C_{1-6} alkyl; and
(h) R_{15} is H or C_{1-6} alkyl.

26. A salt, solvate or prodrugs of a compound of
20 Claim 25.

27. A compound of Claim 25 wherein
 R_{31} is C_{3-6} cycloalkyl, C_{4-10} alkylcycloalkyl,
 C_{1-8} alkyl CF_3 or CCl_3 .
25
28. A compound of Claim 25 wherein B_2 is an acyl
derivative of formula $R_{14}-O-(C=O)-$ or a carboxyl
of formula $R_{14}-O-(C=O)-$.
30 29. A compound of claim 25 wherein R_2 is H, C_{1-3} alkyl,
 C_{3-5} cycloalkyl, or C_{2-4} alkenyl, all optionally
substituted with halo.

30. A compound of claim 25 wherein R_{31} is C_{1-8} alkyl, C_{3-7} cycloalkyl, or C_{4-10} alkylcycloalkyl, all optionally substituted with hydroxy, C_{1-6} alkoxy, C_{1-6} thioalkyl, acetamido or C_6 or C_{10} aryl.

5

31. A compound of claim 25 wherein
B is $(CH_3)_3-O-CO-$;
Y is H; n is 1;
 R_{31} is methyl, cyclopropyl or $-CF_3$;
10 R_{32} is ethyl or vinyl; and
 R_{13} is t-butyl, i-propyl, s-butyl, i-butyl or cyclohexylmethyl.

15 32. A pharmaceutical composition, comprising
(a) a compound of Claim 1-31, or a pharmaceutically acceptable salt, solvate or prodrug thereof; and
(b) a pharmaceutically acceptable carrier.

20 33. A method of inhibiting HCV NS3 protease which comprises administering to a mammal in need of such treatment a therapeutically effective amount a compound of Claim 1-31, or a pharmaceutically acceptable salt, solvate or prodrug thereof.

25

34. A method of for treating an HCV infection, in a mammal in need thereof, comprising the administration to said mammal of a therapeutically effective amount a compound of 30 Claim 1-31, or a pharmaceutically acceptable salt, solvate or prodrug thereof.